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UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC.; S. DOUGLAS HUTCHESON; DEAN M. LUVISA; AMIN I. KHALIFA and PRICE WATERHOUSECOOPERS, LLP, Defendants.	CASE NO. 07cv2245 BTM(NLS) (Lead consolidated case) DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S **NOTICE OF RELATED CASES**
KEN CARMICHAEL, Individually and on behalf of all others similarly situated Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC.; S. DOUGLAS HUTCHESON; MARK H. RACHESKY; AMIN I. KHALIFA and DEAN M. LUVISA, Defendants.	Case No. 08cv0128 BTM(NLS) (Consolidated with 07cv2245 BTM(NLS))

I. Notice of Related Cases

Pursuant to Civil Rule 40.1(e), Defendant Leap Wireless International, Inc. ("Leap") hereby gives notice to the Court and all interested parties that the above captioned consolidated federal securities case is related to: (1) a pending derivative case in this Court, (2) a pending state derivative case, and (3) dismissed federal and state cases.

A. Related Federal Cases

This consolidated securities class action case, *HCL Partners Limited Partnership v. Leap Wireless International, Inc., S. Douglas Hutcheson, Dean M. Luvisa, Amin I. Khalifa, and PriceWaterhouseCoopers LLP*, Lead Case No. 07cv2245 BTM (NLS), filed November 27, 2007, and *Kent Carmichael v. Leap Wireless International, Inc., S. Douglas Hutcheson, Mark H. Rachesky, Amin I. Khalifa and Dean M. Luvisa,* Case No. 08cv128 (hereinafter collectively the *"Leap Securities Litigation")*, is related to the following derivative case pending in this district: *Charles Graham, Derivatively on Behalf of Nominal Defendant Leap Wireless International, Inc. v. S. Douglas Hutcheson, Amin Khalifa, Grant Burton, Dean M. Luvisa, Michael B. Targoff, John D. Harkey, Jr., Robert V. LaPenta, Mark H. Rachesky, M.D., and James D. Dondero*, filed February 7, 2008 (hereinafter the "*Leap Derivative Litigation*").

Pursuant to Civil Rule 40.1(f), an action or proceeding is related to another action or proceeding where both of them: (1) involve some of the same parties and are based on the same or similar claims; or (2) involve the same property, transaction, or event; or (3) involve substantially the same facts and the same questions of law. The *Leap Securities Litigation* and the *Leap Derivative Litigation* meet these criteria.

First, both the *Leap Securities Litigation* and the *Leap Derivative Litigation* involve substantially overlapping parties—both name Leap and several of its current and former officers and directors, including S. Douglas Hutcheson, Dean M. Luvisa, Amin Khalifa, and Mark Rachesky.

Second, both the *Leap Securities Litigation* and the *Leap Derivative Litigation* involve the same or similar claims. Both cases allege violations of Section 10(b) and Rule 10b-5 of the Securities and Exchange Act during the same alleged period based on the same series of public disclosures regarding Leap's restatement of financial statements, and the sales of Leap stock by certain defendants on the same alleged non-public information.

Third, both the *Leap Securities Litigation* and the *Leap Derivative Litigation* stem from and relate to the same events—Leap's financial restatement announced in November 2007, and allegations of the defendants' knowledge regarding the accounting errors and alleged deficiencies in internal controls in the four years prior to such announcement. The operative complaints rely on and quote at length from Leap's press release announcing the restatement and the same Leap filings with the Securities and Exchange Commission. Moreover, both cases deal with the same questions of law.

Accordingly, and in order to avoid unnecessary duplication of judicial effort, the related *Leap Securities Litigation* and the *Leap Derivative Litigation* should both be assigned to the same judge. In this case, the Honorable Barry T. Moskowitz is the low-number judge. Judge Moskowitz has recently ruled on motions to consolidate the *Leap Securities Litigation* and to appoint lead counsel and a lead plaintiff. Accordingly, Leap respectfully requests that the *Leap Derivative Litigation* be transferred to the Honorable Barry T. Moskowitz.

B. Related State Cases

Pursuant to Civil Rule 40.1(e), Leap also gives notice that the *Leap Securities Litigation* is related to *In re Leap Wireless International, Inc. Shareholder Derivative Litigation*, Lead Case No. 37-2007-00081584-CU-MC-CTL, filed on November 13, 2007 and pending in the Superior Court of the State of California, County of San Diego, before the Honorable John S. Meyer.

C. Related Dismissed Cases

The *Leap Securities Litigation* is also related to the following two federal securities class actions that were dismissed and the following state derivative action that was dismissed:

- *Frank Charek v. Leap Wireless International, Inc., et al.*, United States District Court for the Southern District of California, Case No. 07CV2256DMS(CAB), filed November 28, 2007 and subsequently dismissed.

- *Devay Campbell v. Leap Wireless International, Inc., et al.,* United States District Court for the Southern District of California, Case No. 07CV2297BTM(NLS), filed December 7, 2007 and subsequently dismissed.

- *Charles Graham, Derivatively on Behalf of Nominal Defendant Leap Wireless International, Inc. v. S. Douglas Hutcheson, et al.*, Superior Court of California for the County of San Diego Case No. 37-2008-00075341-CU-MC-CTL, filed on January 9, 2008 and subsequently dismissed. Derivative plaintiff Graham refiled his action in this Court on February 7, 2008 and it is the *Leap Derivative Litigation*.

II. Low-Number Rule Transfer

For the foregoing reasons, Leap requests that under Civil Rule 40.1(d), the *Leap Derivative Litigation* be transferred to the Honorable Barry T. Moskowitz, the low-number judge assigned to the related *Leap Securities Litigation*.

Dated: May 30, 2008

Respectfully submitted,

LATHAM & WATKINS LLP
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Pamela S. Palmer
Kimberly Arouh Hicks
Jake Ryan
Curtis Carll
Daniel K. Greene

By /s/ Kimberly Arouh Hicks
Kimberly Arouh Hicks
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HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC.; S. DOUGLAS HUTCHESON; DEAN M. LUVISA; AMIN I. KHALIFA and PRICE WATERHOUSECOOPERS, LLP, Defendants.	CASE NO. 07cv2245 BTM(NLS) (Lead consolidated case) PROOF OF SERVICE
KEN CARMICHAEL, Individually and on behalf of all others similarly situated Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC.; S. DOUGLAS HUTCHESON; MARK H. RACHESKY; AMIN I. KHALIFA and DEAN M. LUVISA, Defendants.	Case No. 08cv0128 BTM(NLS) (Consolidated with 07cv2245 BTM(NLS))

I am employed in the County of San Diego, State of California. I am over the age of 18 years and not a party to this action. My business address is Latham & Watkins LLP, 600 West Broadway, Suite 1800, San Diego, CA 92101-3375.

On **May 30, 2008**, I served the following document described as:

DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S NOTICE OF RELATED CASES

by serving a true copy of the above-described document in the following manner:

BY ELECTRONIC FILING

I am familiar with the United States District Court, Southern District of California's practice for collecting and processing electronic filings. Under that practice, documents are electronically filed with the court. The court's CM/ECF system will generate a Notice of Electronic Filing (NEF) to the filing party, the assigned judge, and any registered users in the case. The NEF will constitute service of the document. Registration as a CM/ECF user constitutes consent to electronic service through the court's transmission facilities. Under said practice, the following CM/ECF users were served:

Lead Counsel for Plaintiff Christopher Lometti, Esq. Jay P. Saltzman, Esq. Ashley Kim, Esq. Daniel B. Rehns, Esq. SCHOENGOLD SPORN LAITMAN & LOMETTI 19 GFulton Street, Suite 406 New York, New York 10038 Tel: 212-964-0046 Email: chris@spornlaw.com	*Local Liaison Counsel for Lead Plaintiff* Lionel Z. Glancy, Esq. GLANCY BINKOW & GOLDBERG LLP 1801 Avenue of the Stars, Suite 311 Los Angeles, CA 90067 Tel: (310) 201-9150 / Fax: (310) 201-9160 E-mail: info@glancylaw.com
Attorneys for Plaintiff Kent Carmichael: Lori Sambol Brody, Esq. KAPLAN FOX & KILSHEIMER LLP 1801 Century Park East, Suite 1460 Los Angeles, CA 90067 Tel: (310) 785-0893 / Fax: (310) 785-0897 E-mail: lbrody@kaplanfox.com	*Attorneys for Movants Westchester Capital Management, Inc. and Green & Smith Investment Management L.L.C.*: Kirk Hulett, Esq. HULETT HARPER STEWART LLP 550 West C Street, Suite 1600 San Diego, CA 92101 Tel: (619) 338-1133 / Fax: (619) 338-1139 Email: kbh@hulettharper.com
Attorneys for Attorneys *for Individual Defendants S. Douglas Hutcheson, Dean M. Luvisa, Amin I. Khalifa, Mark H. Rachesky, Glenn Umetsu:* Diane Walters, Esq. WILSON SONSINI GOODRICH & ROSATI 650 Page Mill Road Palo Alto, CA 94304 Tel: (650) 493-9300 / Fax: (650) 493-6811	

I declare that I am employed in the office of a member of the Bar of, or permitted to practice before, this Court at whose direction the service was made and declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on May 30, 2008, at San Diego, California.

Laurie Holman

LAURIE HOLMAN